



Approved
Board of Directors
October 25, 2016

EXHIBIT

SUCCESSOR DIRECTOR ELECTION PROCEDURE

Overview

GVR's Bylaws stipulate that *"Any vacancy in the office of a Director shall, if possible, be filled by the unsuccessful candidate of the most recent Directors' election, who, of those willing to fill the vacancy, received the greatest number of votes. If none of said unsuccessful candidates is willing and able to serve, the remaining Directors by affirmative vote of a majority of the Board, shall elect a successor, who shall serve for the unexpired term of the vacant office."* [Bylaws, ARTICLE VI, Section 1. F.] GVR's Corporate Policy Manual (CPM) provides an overview on determination of a Successor Director, but only in the circumstance where there are one or more unsuccessful candidates from the most recent election. The CPM is silent about how the Board shall elect a successor director "if none of said unsuccessful candidates is willing and able to serve."

Recommendation

Establish procedures for electing a Successor Director when there is no unsuccessful candidate from the most recent election who is willing and able to serve by amending the CPM, Section VI – BOARD/BOARD COMMITTEES; SUBSECTION 1. POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, H. Vacancies as follows:

- ~~3. If none of the unsuccessful candidates is willing or able to serve, the remaining Directors, even if less than a quorum, will appoint a successor who shall serve out the remaining term of the Director they are replacing.~~

If there is no unsuccessful candidate from the most recent election who is willing and able to serve as a Successor Director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board of Directors.

4. Candidates for the Successor Director position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of Successor Director shall occur.
5. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.